

# Agenda Report

October 24, 2011

**TO:** Honorable Mayor and City Council

**THROUGH:** Finance Committee

**FROM:** Department of Finance

**SUBJECT: ADOPTION OF A RESOLUTION OF THE CITY COUNCIL APPROVING THE AMENDED AND RESTATED CONTRIBUTION AGREEMENT BETWEEN THE CITY OF PASADENA AND THE PASADENA FIRE AND POLICE RETIREMENT SYSTEM AND AUTHORIZING THE ISSUANCE OF ONE OR MORE CITY OF PASADENA PENSION OBLIGATION DEBENTURES IN AN AMOUNT NOT TO EXCEED THE LESSER OF (i) \$50 MILLION OR (ii) THE AMOUNT REQUIRED TO ACHIEVE A FUNDING LEVEL FOR THE CITY OF PASADENA FIRE AND POLICE RETIREMENT SYSTEM OF 85% AND THE ISSUANCE OF ONE OR MORE SERIES OR SUBSERIES OF CITY OF PASADENA PENSION OBLIGATION BONDS, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A TRUST AGREEMENT, BOND PURCHASE AGREEMENT AND CONTINUING DISCLOSURE AGREEMENT AND APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING CERTAIN MATTERS RELATING THERETO**

**RECOMMENDATION:**

It is recommended that the City Council:

- 1) Authorize the City Manager to enter into an amended and restated contribution agreement between the City and the Fire and Police Retirement System (FPRS) which:
  - a- Removes references to other pension systems operating under the County Employees Retirement Law of 1937; and
  - b- Provides for investment return and inflation rate assumptions for the Fire and Police Retirement System to be set by the FPRS, not less than annually,

based on analysis performed by the System's Actuary and after seeking input from the City and the System's professional investment consultant;

- 2) Adopt a resolution approving the Amended and Restated Contribution Agreement between the City of Pasadena and the Pasadena Fire and Police Retirement System and authorizing the issuance of one or more City of Pasadena Pension Obligation Debentures in an amount not to exceed \$50 million and the issuance of one or more series or subseries of the City of Pasadena Pension Obligation Bonds (POBs), to refund the debentures, approving the form of and authorizing the execution of a Trust Agreement, Bond Purchase Agreement and Continuing Disclosure Agreement and approving the form of and authorizing the distribution of a Preliminary Official Statement and authorizing certain matters relating thereto; and
- 3) Authorize the City Manager and/or the Director of Finance to initiate a validation action with respect to the bonds if determined to be appropriate or required by bond counsel, in consultation with the City Attorney.

#### **BACKGROUND:**

The City has an obligation to fund the Fire and Police Retirement System. In 1999 and 2004 the City issued \$100 million and \$40 million of pension obligation bonds, respectively, in order to fund the System. Combined annual debt service on these bonds is currently \$13 million. The source of funds to pay the debt service will expire in 2015, at roughly the same time a mandatory tender (i.e. balloon payment) of \$81 million is due on the bonds.

Despite the issuance of pension bonds, supplemental contributions from the City to the System are still required on an annual basis in order to fund the System in accordance with prior agreements. These supplemental contributions are expected to be as high as \$9-10 million per year over the next seven years.

Additionally, the Contribution Agreement between the City and the System established investment earnings and inflation rate assumptions which no longer appear realistic and should be modified. While such action is prudent, the result will be an increase in the actuarial liability to the City.

On March 28, 2011 the City Council approved a series of staff recommendations to address these issues. Specifically, staff was directed to:

- 1) Initiate the issuance of not to exceed \$65 million in pension obligation bonds (the "2011 bonds") to fund the Fire and Police Retirement System at 85% of its actuarially accrued liability provided such issuance can be achieved at a maximum "all in" interest rate on the bonds not to exceed 7.5%;

- 2) Approve in concept the future refinancing of approximately \$81 million of existing pension obligation bonds, 1999 and 2004 issues prior to their mandatory call or maturity in May 2015;
- 3) Negotiate changes to Contribution Agreement 16,900 and Settlement and Release Agreement 18,550 between the City of Pasadena and the Fire and Police Retirement System including:
  - a. Removing references to other pension systems operating under the County Employees Retirement Law of 1937; and
  - b. Providing for annual investment return and inflation rate assumptions for the Fire and Police Retirement System to be set annually by mutual agreement between the City and the System's board; and
- 4) Return to City Council for all required subsequent approvals.

In furtherance of the City Council's direction, the resolution accompanying this report would authorize the issuance of the 2011 bonds, or 2012 if issued in 2012, as well as approve the form of trust agreement pursuant to which such bonds will be issued and approve the Amended and Restated Contribution Agreement between the City and the FPRS.

The net amount required to fund the FPRS system at 85% of its Actuarial Accrued Liability was estimated at \$59 million in March using the System's actuarial analysis for the period ending June 30, 2010. Based on the recently completed analysis for the period ending June 30, 2011 the revised figure is \$46.6 million. This improvement is the result of the Fire and Police Retirement System posting realized and unrealized investment gains of \$17.5 million during fiscal year 2011.

The resolution authorizes the bonds to be issued at a fixed or variable rate, whichever is most advantageous to the City, with the final maturity not to exceed 30 years. If issued in variable rate form (based upon a LIBOR or other index), the maximum interest rate would not exceed 15% per annum. The recommended structure is a thirty year bond with a mandatory tender in five years, similar to the 1999 and 2004 pension obligation bonds. With the mandatory tender in five years, the true interest cost of the financing is estimated at approximately 3% versus an estimated 6.5% if issued at a fixed rate without a mandatory tender. This will save the City approximately \$8.3 million in interest expense in the first five years.

The resolution authorizes the City Manager and/or the Director of Finance to initiate a validation action with respect to the bonds if determined to be appropriate or required by bond counsel, in consultation with the City Attorney.

The new bonds, when combined with the existing bonds and their anticipated future refinancing, will be structured in such a way that total annual direct General Fund debt

service will not exceed \$16.5 million, as detailed in the funding plan presented on March 28, 2011.

As directed by the City Council, and consistent with the recommendation of the FPRS Task Force, staff has negotiated changes to the 1999 Contribution Agreement with the Fire and Police Retirement System Board. The proposed amended and restated contribution agreement removes references to other retirement systems operating under the County Employees Retirement Law of 1937, to which the FPRS annual investment return and inflation assumptions were tied to. In place of the average of the '37 Act Systems, the proposed agreement sets the assumed investment return at 6% and inflation at 3% for the actuarial analysis for the period ending June 30, 2011. On a go-forward basis the agreement sets forth a process whereby the System's Board will, not less than annually, adopt investment return and inflation rate assumptions based on analysis performed by the System's Actuary and after seeking input from the City and the System's professional investment consultant.

The use of more conservative actuarial assumptions is prudent given the characteristics of the System and minimizes the volatility and the risk of creating future unfunded liabilities. This, however, does not eliminate market risk or inflation risk, and future significant declines in the equities market or significant increases in the inflation rate could potentially create future unfunded liabilities.

The balance of the proposed amended and restated contribution agreement sets forth the mechanics associated with the proposed bond issue and how the proceeds of the issue are to be provided to the System. All other terms and conditions of the 1999 Contribution Agreement, save for the reference to the '37 Act Systems, are unchanged and remain in effect. The terms of the 2004 Settlement and Release Agreement are also unchanged.

**COUNCIL POLICY CONSIDERATION:**

As part of its strategic plan goal to maintain fiscal responsibility and stability, the City Council established an objective to develop a plan to address the challenges associated with funding the Fire and Police Retirement System. This report and the recommendation contained herein are intended to fulfill that objective.

**FISCAL IMPACT:**

As discussed above the initial estimated amount required to fund the System at 85% of its Actuarial Accrued Liability was determined by the System's Actuary to be \$59 million in March 2011 and was based on actuarial valuation of the System as of June 30, 2010. The current estimated funding amount, based on June 30, 2011 estimated actuarial valuation, is \$46.6 million using an assumption of 6% for investment return and 3% for inflation. This more favorable result is due to the positive investment return on the portfolio in 2011. It is estimated, however, that the funding ratio of 85% as of June 2011 will drop to 80% by June 2012 using the new assumptions as agreed in the Contribution Agreement. This funding ratio is expected and anticipated if the FPRS's investment portfolio returns exactly 6% in FY2012 and the actual inflation measures at 3%.

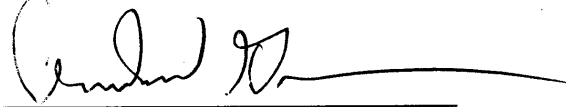
The following will be the estimated sources and uses of funds of the proposed 2011 pension obligation bonds assuming an issuance of \$47.325 million bonds.

Principal amount of bonds	\$47,325,000
Premium/Original issue discount	-0-
Accrued interest	- 0-
<b>TOTAL SOURCES</b>	<b>47,325,000</b>
Deposit to FPRS System	46,600,000
Cost of issuance- All in	725,000
<b>TOTAL USES</b>	<b>47,325,000</b>

The annual debt service payment on the 2011 bonds is estimated at approximately \$1.18 million per year until 2016 and an estimated \$3.9 million thereafter assuming the 2011 pension bonds, to the extent not retired from the SB481 reserve balance, are refinanced at their respective tender or mandatory date at an assumed rate of 6.75%. It is estimated that debt service payments will be made from SB481 revenues and the SB481 reserve balance until fiscal year 2015, after which, the General Fund will service the debt in accordance to the Council approved funding plan. Funding for this action

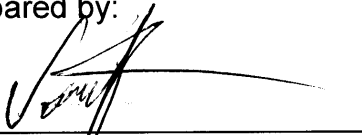
will be addressed by the utilization of existing budgeted appropriations in FY2012 operating budget of SB481 transfers to the pension bonds Debt Service Fund account 6807-902-951900. No additional indirect or support costs will be required.

Respectfully submitted,



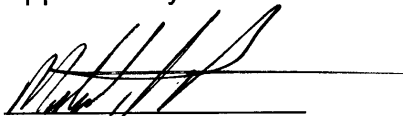
ANDREW GREEN  
Director of Finance  
Department of Finance

Prepared by:



Vic Erganian  
Deputy Director of Finance/City Treasurer

Approved by:



MICHAEL J. BECK  
City Manager

Attachments:

- 1- Resolution
- 2- Preliminary Official Statement
- 3- Trust Agreement
- 4- Bond Purchase Agreement
- 5- Continuing Disclosure Report
- 6- March 28<sup>th</sup> staff report

RESOLUTION NO. \_\_\_\_\_

RESOLUTION OF THE CITY COUNCIL AUTHORIZING THE ISSUANCE OF ONE OR MORE CITY OF PASADENA PENSION OBLIGATION DEBENTURES IN AN AMOUNT NOT TO EXCEED THE LESSER OF (i) \$50 MILLION OR (ii) THE AMOUNT REQUIRED TO ACHIEVE A FUNDING LEVEL FOR THE CITY OF PASADENA FIRE AND POLICE RETIREMENT SYSTEM OF 85% AND THE ISSUANCE OF ONE OR MORE SERIES OR SUBSERIES OF CITY OF PASADENA PENSION OBLIGATION BONDS, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A CONTRIBUTION AGREEMENT, TRUST AGREEMENT, BOND PURCHASE AGREEMENT AND CONTINUING DISCLOSURE AGREEMENT AND APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

WHEREAS, the City of Pasadena (the "City"), in accordance with Article XV of the City Charter, enacted Chapter 2.250 of Title II, Article VI of the Pasadena Municipal Code (as each may be amended from time to time, being referred to herein as the "Retirement Law"); and

WHEREAS, the Retirement Law obligates the City to (1) make contributions to the City of Pasadena Fire and Police Retirement System (the "System") to fund pension benefits of certain of its employees, (2) amortize the unfunded actuarial accrued liability with respect to such pension benefits, and (3) appropriate funds for the purposes described in (1) and (2); and

WHEREAS, pursuant to that certain Fire and Police Retirement System Contribution Agreement (the "First Contribution Agreement") by and between the City and the System, the City committed to make payments toward the unfunded actuarial accrued liability existing as of May 23, 1991 and committed to contribute to the System all sums received by the City under the Amended and Restated Reimbursement Agreement, dated as of July 7, 1986, by and between the City and the Pasadena Community Development Commission; and

WHEREAS, as of March 18, 1999, the City and the System entered into a new contribution agreement (No. 16,900) (the "Second Contribution Agreement") which, subject to the terms and conditions thereof, superseded and replaced the First Contribution Agreement, and under which, subject to certain conditions, the City agreed to issue bonds in a sufficient amount to generate a net proceeds to be paid to the System, after payment of costs of issuance, of \$100 million; and

WHEREAS, in August, 1999, the City issued \$101,940,000 aggregate principal amount of City of Pasadena Taxable Pension Funding Bonds, Series 1999, pursuant to a Trust Agreement, dated as of August 1, 1999, by and between BNY Western Trust Company, as trustee and the City, for the purpose of refunding as much as all of the City's then obligations to the System and thereby providing funds to the System for investment; and

WHEREAS, in August 2004, the City issued an additional \$41 million of City of Pasadena Taxable Pension Funding Bonds, Series 2004 (Index Bonds) to refinance additional unfunded actuarial accrued liability (“UAAL”) payable to the System under the Contribution Agreement, by refunding debentures issued by the City to the System in an equivalent amount;

WHEREAS, the City now desires to enter into a amended and restated contribution agreement (the “Amended and Restated Contribution Agreement”) with the System which, subject to the terms and conditions thereof, amends certain provisions of the Second Contribution Agreement, and under which, subject to certain conditions, the City agrees to issue bonds in a sufficient amount to generate a net proceeds to be paid to the System, after payment of costs of issuance, sufficient to reduce the UAAL of the System to a level at or below the level required by the Amended and Restated Contribution Agreement;

WHEREAS, the City now desires to evidence its obligation to the System to pay additional UAAL owed by the City to the System by issuing one or more debentures to the System (such debentures in the form on file with the City Clerk, with such changes and omission as are made pursuant to this Resolution, being referred to herein as the “2011 Debentures”) in an aggregate principal amount not to exceed the lesser of (i) \$50 million or (ii) an amount (calculated as described in the next recital) which is required to achieve a funding level for the System of 85% evidencing some, up to all, of the UAAL owed to the System under the Amended and Restated Contribution Agreement; and

WHEREAS, the City further desires to issue bonds (the “2011 Bonds”) in one or more series or subseries in an aggregate principal amount not to exceed the lesser of (i) \$50 million or (ii) the amount required to achieve a funding level for the System of 85% (based upon preliminary results for the System’s June 30, 2011 actuarial valuation after the addition of the net proceeds of the 2011 Bonds and assuming that the 2011 Bonds are issued before March 31, 2012 so that the City’s January 2012 Supplemental Contribution due under the Second Contribution Agreement in the approximate amount of \$8.8 million is satisfied by the deposit of the net proceeds), plus, in either case, certain cost incident to issuance of the 2011 Bonds as described below, for the purpose of refunding as much as all of the City’s remaining UAAL obligations to the System and thereby providing funds to the System for investment; and

WHEREAS, there are on file with the City Clerk, in addition to the form of the 2011 Debentures (mentioned below), (i) the proposed form of a Trust Agreement to be entered into between the City and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), relating to the 2011 Bonds (such Trust Agreement in the form on file with the City Clerk, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Trust Agreement”), (ii) the proposed form of a Bond Purchase Agreement to be entered into between the City and the underwriter named therein (the “Bond Purchase Agreement”), (iii) the proposed form of a Continuing Disclosure Agreement to be entered into between the City and the dissemination agent named therein (the “Continuing Disclosure Agreement”), (iv) the proposed form of a Preliminary Official Statement (the “Preliminary Official Statement”), and (v) the proposed form of the Amended and Restated Contribution Agreement; and



NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Pasadena as follows:

Section 1. The City Council of the City of Pasadena (the "City Council") hereby finds and declares that the issuance of one or more 2011 Debentures, the issuance of one or more series or subseries of 2011 Bonds to refund the 2011 Debentures and the other actions contemplated by this Resolution are in the best interests of the City and are consistent with the City's obligations under the Charter and the Amended and Restated Contribution Agreement.

Section 2. The City Council hereby authorizes and approves the issuance of one or more 2011 Debentures from time to time, and authorizes the Director of Finance of the City (the "Director of Finance") to execute and deliver one or more 2011 Debentures to the System, in substantially the form presented to this meeting and on file with the City Clerk, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2011 Debentures to the System, and the City Clerk is authorized and directed to attest on behalf of the City; provided, however, that a 2011 Debenture shall be in a principal amount which, when added to the unpaid principal amount of all other outstanding Debentures, or obligations which refund Debentures will not exceed the total of the UAAL of the City to the System (as determined by the actuary for the System) remaining unpaid on the date of issuance of a 2011 Debenture. Each 2011 Debenture shall be prepayable at any time without premium and shall mature not later than December 31, 2041. Each 2011 Debenture as executed shall constitute an obligation imposed by law, pursuant to the Constitution of the State of California and the Retirement Law and an obligation of the City not limited as to payment from any special source of funds. A 2011 Debenture shall not, however, constitute an obligation of the City for which the City is obligated or permitted to levy or pledge any form of taxation or for which the City has levied or pledged or will levy or pledge any form of taxation.

Section 3. The proposed form of Trust Agreement, between the City and the Trustee, on file with the City Clerk, is hereby approved and the Director of Finance is hereby authorized to execute and deliver the Trust Agreement on behalf of the City, substantially in the form on file with the City Clerk, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the Trust Agreement, and the City Clerk is authorized and directed to attest on behalf of the City.

Section 4. The City Council hereby authorizes and approves the issuance of the 2011 Bonds and hereby authorizes the Director of Finance to execute the 2011 Bonds, and the City Clerk to attest on behalf of the City and to cause the 2011 Bonds to be authenticated and delivered in accordance with the Trust Agreement. The 2011 Bonds shall be in substantially one or more of the forms attached to the Trust Agreement, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2011 Bonds. The 2011 Bonds may be issued in one or more series or subseries, and may be issued as fixed rate current interest rate bonds, capital appreciation bonds, variable rate bonds with or without tender rights, or any combination of the foregoing all as determined by the Director of Finance; provided, however, that (i) the aggregate principal amount of the 2011 Bonds shall not exceed

the sum of the outstanding 2011 Debentures, plus the underwriter's discount, plus any original issue discount on the 2011 Bonds, plus the costs of issuance of the 2011 Bonds (all the aforementioned amounts shall in no event collectively exceed \$50 million); (ii) the 2011 Bonds shall mature not later than December 31, 2041, (iii) the true interest cost of the 2011 Bonds for fixed rate bonds (for the initial interest period if such period is shorter than the maturity of the 2011 Bonds or for the period to maturity if the rate is fixed to maturity) shall not exceed 7.5% per annum and the true interest cost of the 2011 Bonds (if interest is fixed to maturity) shall not exceed 7.5% per annum, and (iv) the interest rate on the 2011 Bonds which are floating rate bonds shall not exceed the lesser of 15% or the maximum rate permitted by law.

Section 5. The 2011 Bonds shall constitute an obligation imposed by law, pursuant to the Constitution of the State of California and the Retirement Law and an obligation of the City not limited as to payment from any special source of funds. The 2011 Bonds shall not, however, constitute an obligation of the City for which the City is obligated or permitted to levy or pledge any form of taxation or for which the City has levied or pledged or will levy or pledge any form of taxation.

Section 6. The 2011 Bonds are hereby authorized to be sold at public or private or negotiated sale, as determined to be in the best interests of the City by the Director of Finance with the advice of the City's financial advisor or underwriter. The proposed form of Bond Purchase Agreement, by and between the City and Wedbush Morgan Securities, as underwriter, on file with the City Clerk, is hereby approved. and the Director of Finance is hereby authorized to execute and deliver the Bond Purchase Agreement, on behalf of the City, substantially in the form on file with the City Clerk, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, including such changes therein, deletions therefrom and additions thereto necessary to accommodate a private placement of the 2011 Bonds and the use of Wedbush Morgan Securities as placement agent, as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement, and the City Clerk is authorized and directed to attest on behalf of the City; provided that the underwriter's discount shall not exceed 1% of the principal amount of the 2011 Bonds.

Section 7. The form of Preliminary Official Statement is approved substantially in the form on file with the City Clerk. The City Manager and Director of Finance of the City are each authorized and directed to execute and deliver for and in the name and on behalf of the City a final Official Statement in substantially the form of the Preliminary Official Statement with such changes therein, deletions therefrom and additions thereto as the City Manager or the Director of Finance of the City may require or approve, such approval to be conclusively evidenced by the execution and delivery of the Official Statement with such changes, deletions or additions. The Underwriters are authorized to distribute copies of the Preliminary Official Statement and the Official Statement to prospective purchasers of the 2011 Bonds and all actual purchasers of the 2011 Bonds from the Underwriter acting in such capacity. The City Manager and the Director of Finance of the City, and each of them, are authorized and directed to certify on behalf of the City that the form of the Preliminary Official Statement delivered by the City in advance of the sale of the 2011 Bonds is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the

“Rule”) (except for the omission of certain final pricing, rating and related information as permitted by the Rule).

Section 8. The Continuing Disclosure Agreement is hereby approved substantially in the form on file with the City Clerk. The Bank of New York Mellon Trust Company, N.A. shall act as initial Dissemination Agent, and the Director of Finance and his specified designees and each of them, are each authorized to execute and deliver the Continuing Disclosure Agreement, for and in the name of and on behalf of the City substantially in the form attached hereto, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Agreement.

Section 9. The proposed form of Amended and Restated Contribution Agreement, between the City and the System, on file with the City Clerk, is hereby approved and the Director of Finance is hereby authorized to execute and deliver the Amended and Restated Contribution Agreement on behalf of the City, substantially in the form on file with the City Clerk, with such changes therein, deletions therefrom and additions thereto as the Director of Finance and City Attorney shall approve, such approval to be conclusively evidenced by the execution and delivery of the Amended and Restated Contribution Agreement, and the City Clerk is authorized and directed to attest on behalf of the City.

Section 10. The City Council hereby approves Sidley Austin LLP to act as bond counsel and disclosure counsel to the City and Wedbush Morgan Securities as underwriter or placement agent.

Section 11. The City Manager and the Director of Finance are, and each of them is, authorized, for and in the name of the City, to do any and all things, and to execute and deliver any and all documents which they or any of them deem necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. The Director of Finance or the City Treasurer is hereby authorized to invest legally available funds of the City in the 2011 Bonds with maturities in excess of five years if he or she deems it to be in the best interest of the City.

Section 12. The City Manager and the Director of Finance are, and each of them is, authorized, for and in the name of the City, to do any and all things, including bringing a validation action under Section 860 of the California Code of Civil Procedure, and to execute and deliver any and all documents which they or any of them deem necessary or advisable, upon the advice of bond counsel and the City Attorney in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

Section 13. This Resolution shall take effect immediately upon its adoption.

Adopted at the regular meeting of the City Council on the 24<sup>th</sup> day of October, 2011 by the following vote:

AYES:

NOES:

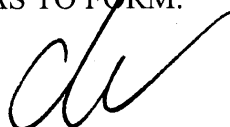
ABSENT:

ABSTAIN:

ATTEST:

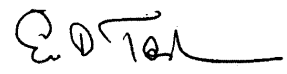
By: \_\_\_\_\_  
CITY CLERK

APPROVED AS TO FORM:

 10/20/11

\_\_\_\_\_  
Chief Asst City Attorney

APPROVED AS TO FORM:



\_\_\_\_\_  
Eric D. Tashman, Esq.  
Sidley Austin LLP  
Bond Counsel